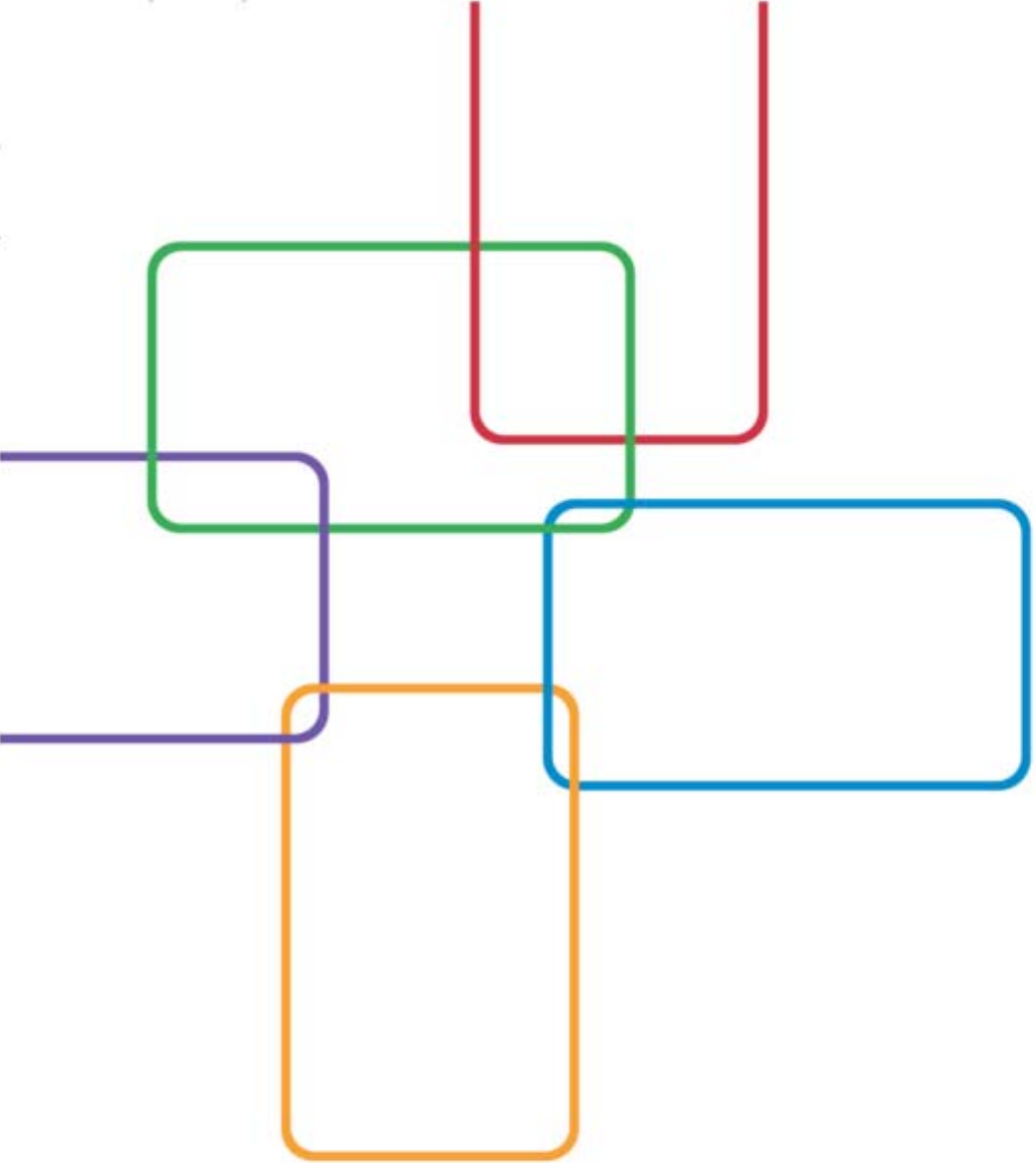


2009 Annual General Meeting

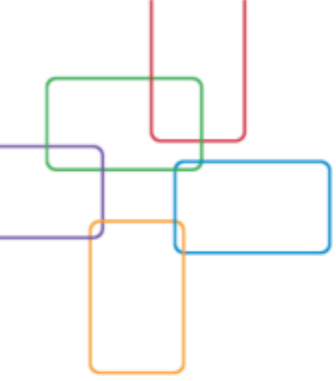
15 October 2009

Creating greater value



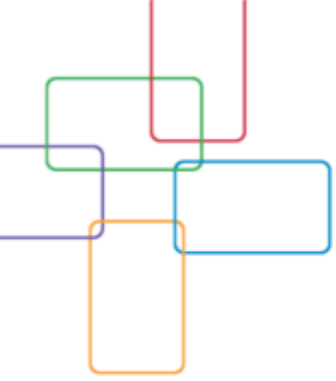
CEO and Managing Director's Report

Geoff Knox



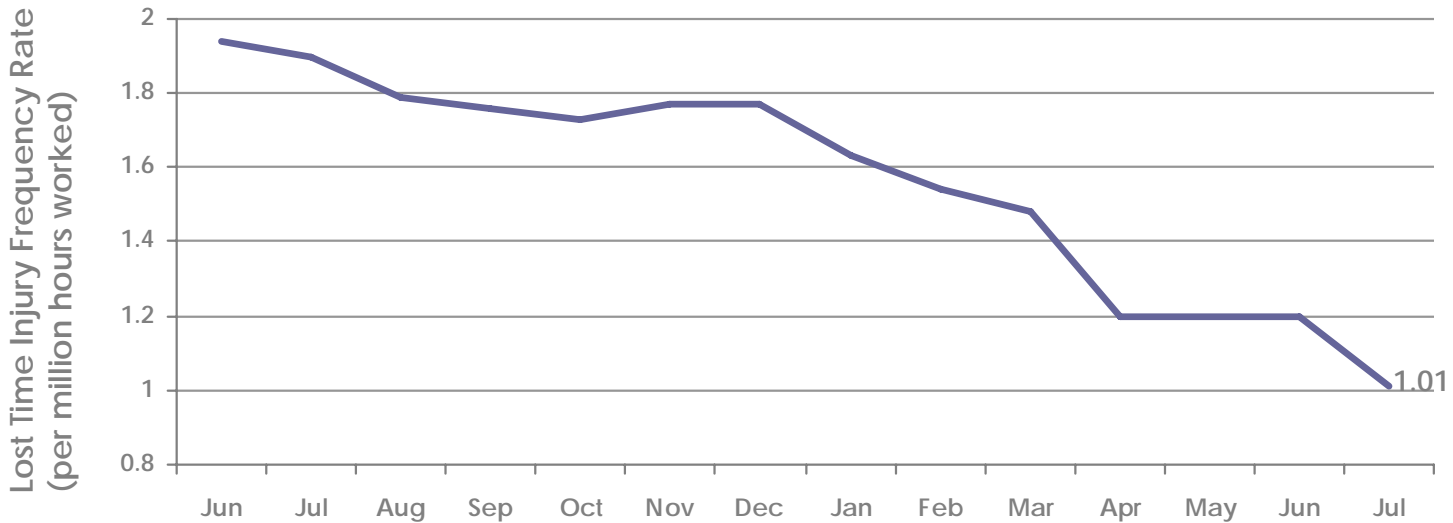
Agenda

- Zero Harm
- Strategic Journey
- Year in Review
- Summary



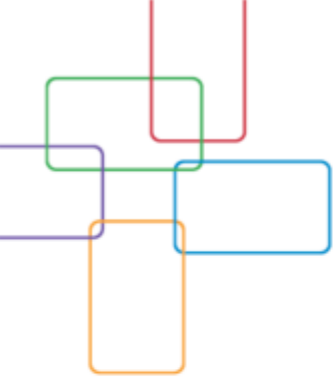
Zero Harm

A leading performance in safety



Lost Time Injury Frequency Rate 12-month rolling average

Our aim is Zero Harm



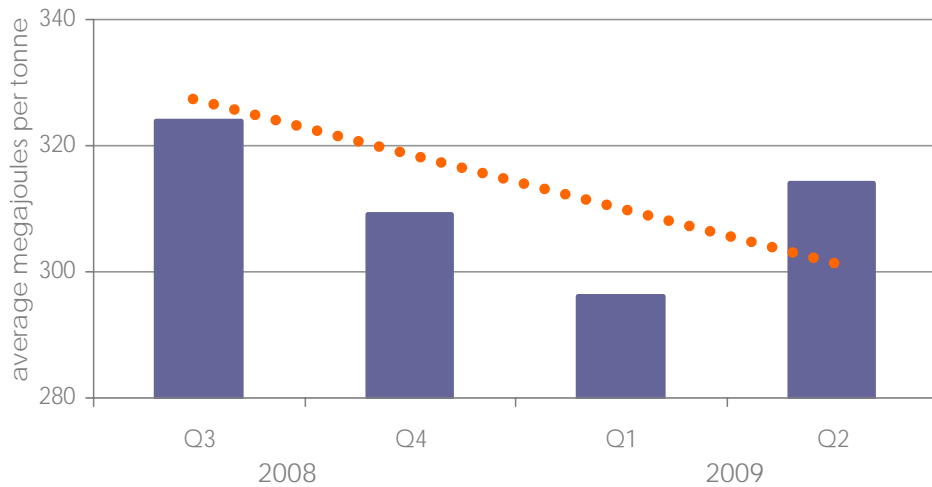
Zero Harm

Our commitment to sustainability

Works:

Energy saving program at our Asphalt plants

Asphalt plant burner energy usage



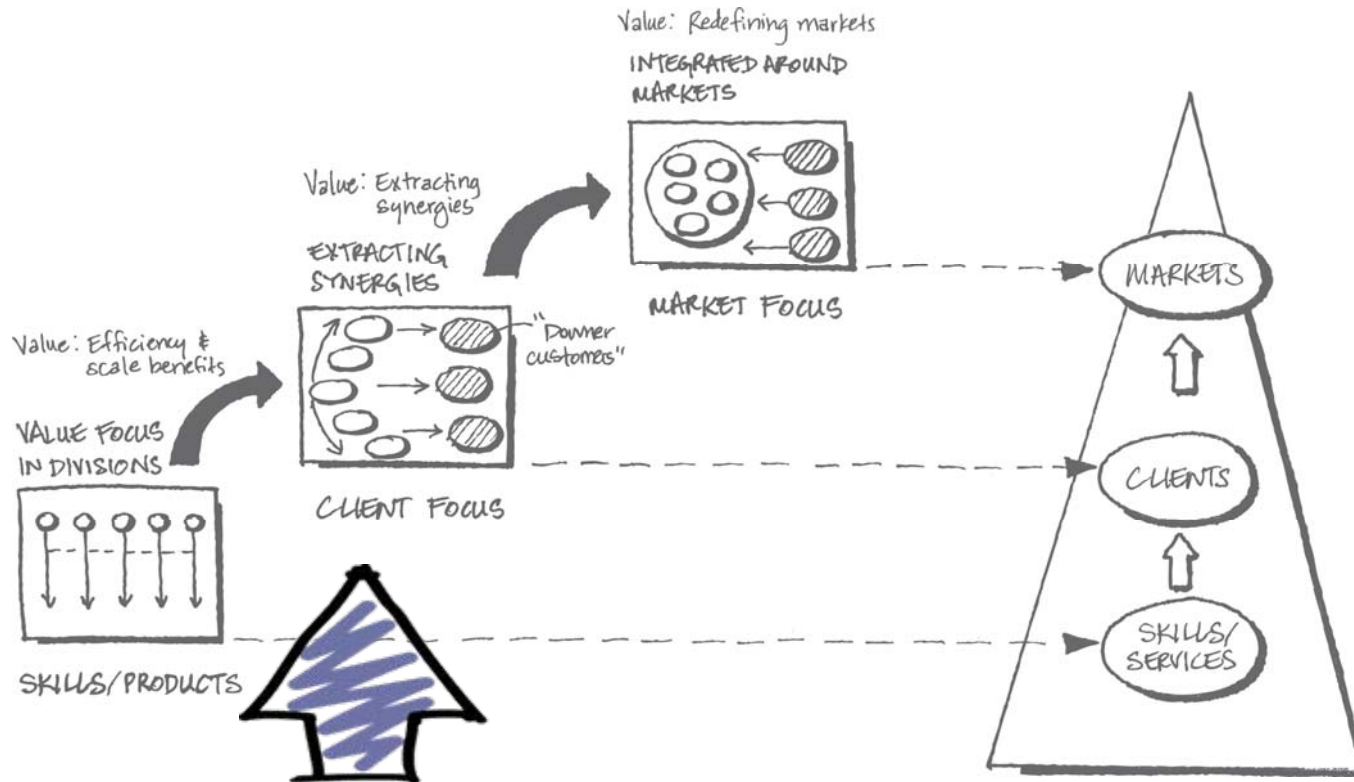
Mining:

Bio-diesel Program

Greenhouse Gas Emissions Reduction at Commodore Mine

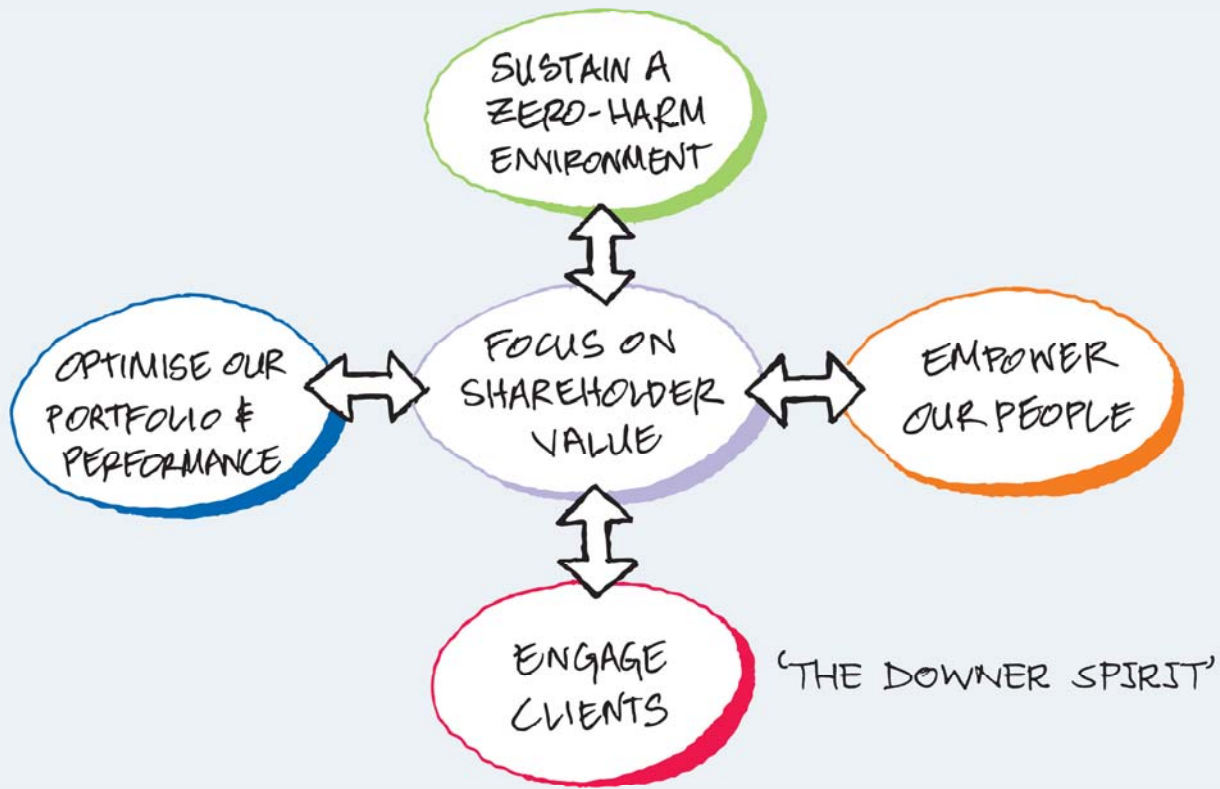


The Downer Journey

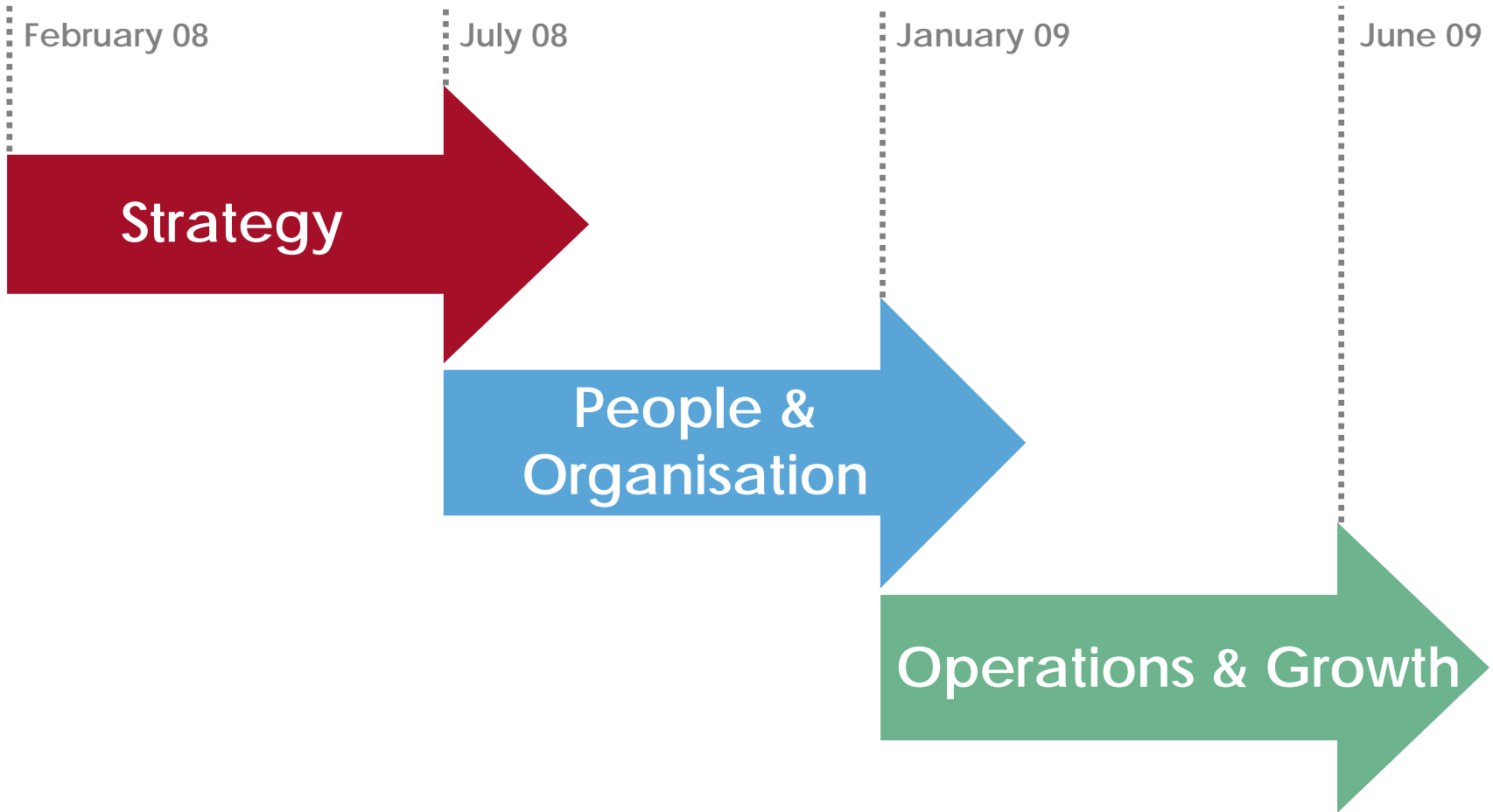


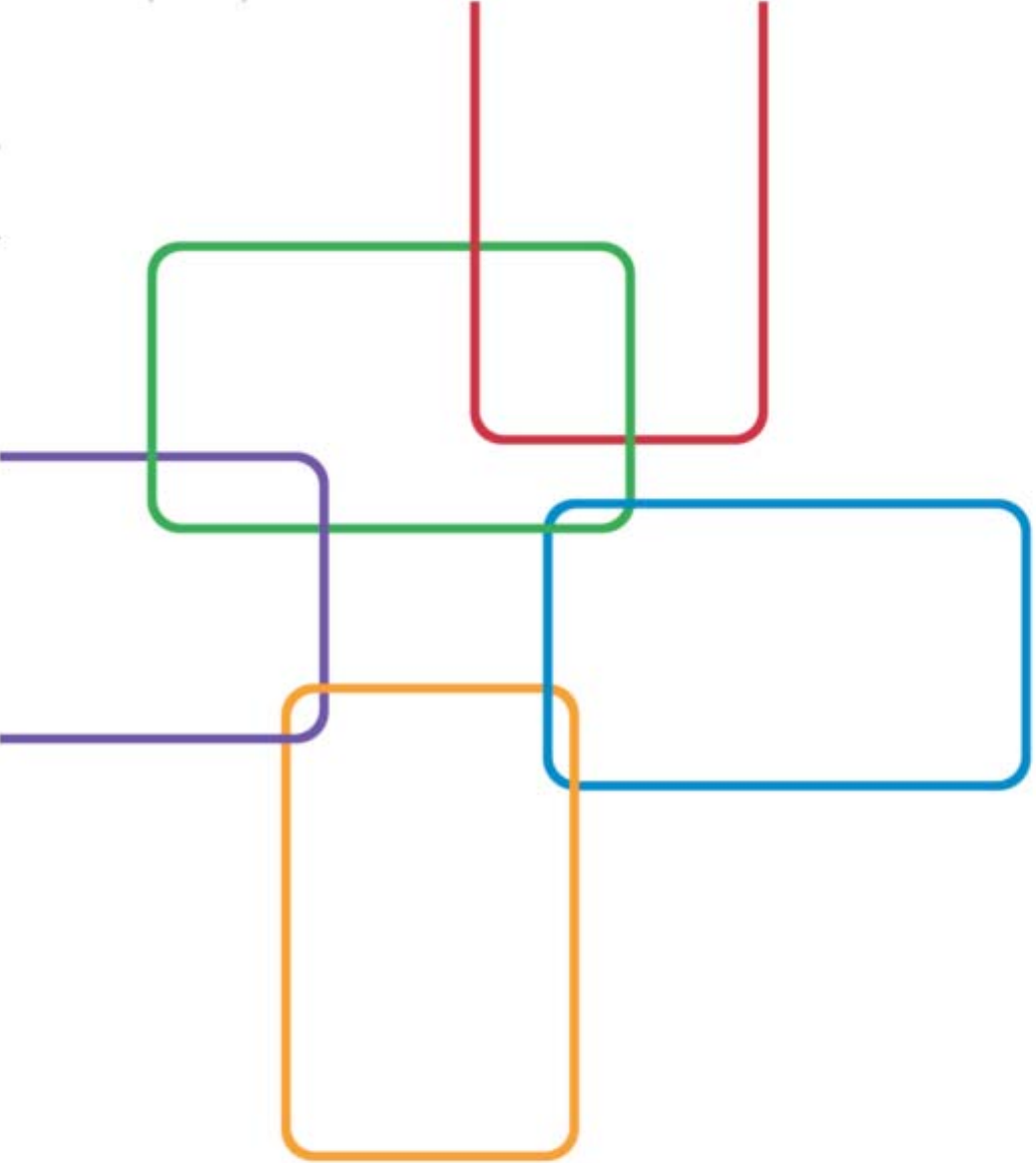
Successfully working on our clients' critical infrastructure across the Asia Pacific region

Back-to-Basics Program



Strategic journey continues





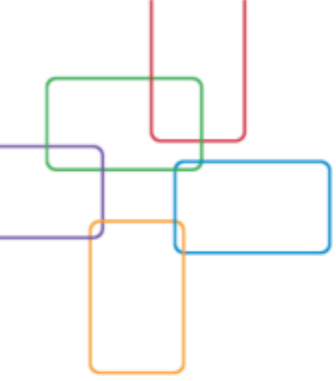
Year in Review



Financial highlights

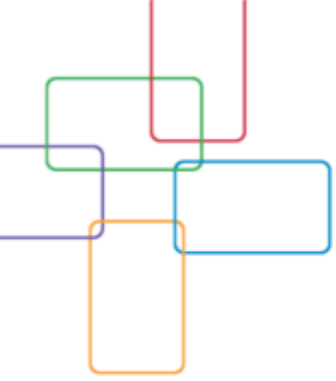
- Net profit after tax \$189.4 million, **↑14%**
- Total revenue \$5,941.4 million, **↑6%**
- Earnings before interest & tax \$304.8 million, **↑8%**
- Operating cash of \$336.5 million, **↑22%**
- Sound balance sheet with gearing¹ at 39%
- Earnings per share 57.9 cents, **↑13%**
- Dividend per share 29.0 cents, **↑14%**
- Work-in-hand of \$14.6 billion as at June 30

¹ Net debt (includes mark to market swap revaluation adjustments)/equity



Milestone achievements

- Our client-focused strategy has delivered:
 - Melbourne Tram Franchise (JV with Keolis) worth \$2.8 billion over eight years
 - Over \$500 million of mining wins across Australia and New Zealand with clients including BHPBilliton, Wesfarmers & BMA
 - 10-year contract with NSW RTA to service and maintain roads
 - New 10-year contract with NZ Telecom's Chorus



Milestone achievements (continued)

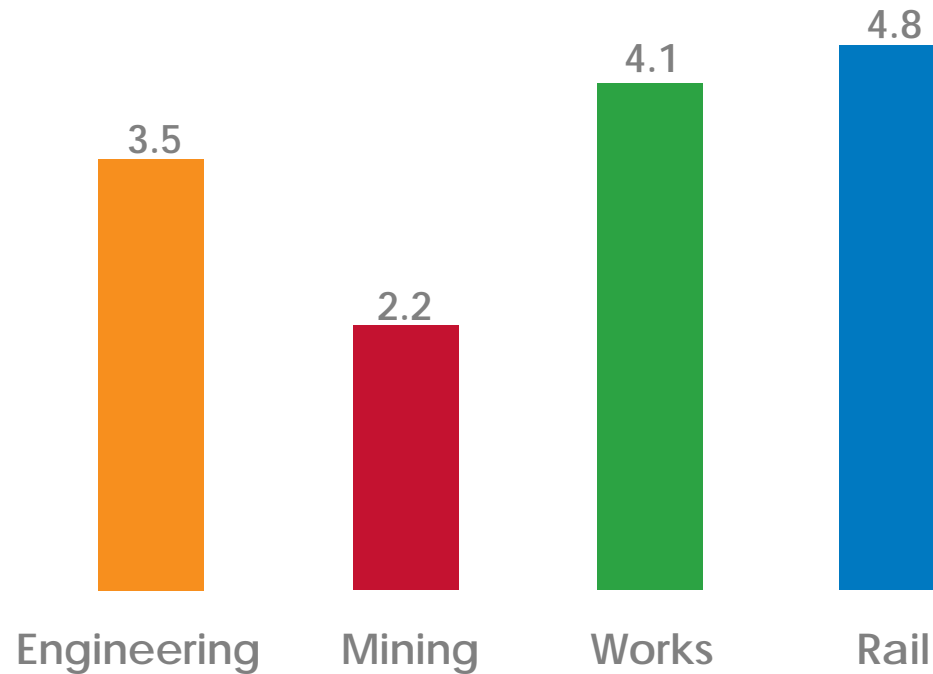
- Our strategy also delivered:
 - 33 locomotives and 16 passenger car sets to five key clients, confirming the performance and reliability of our products and services
 - Waratah Trains (NSW PPP) achieved design certification, and the pre-production test vehicle was delivered to our manufacturing facility in Cardiff NSW

Work-in-hand remains strong at \$14.6 billion

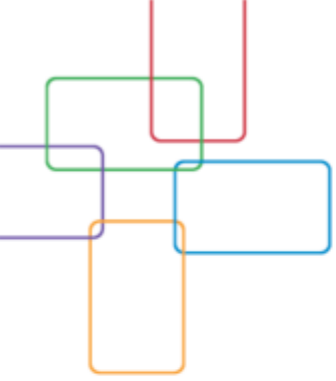
(as at June 2009)

Work-in-hand by division \$b

**Current
work-in-hand
over \$16 billion**

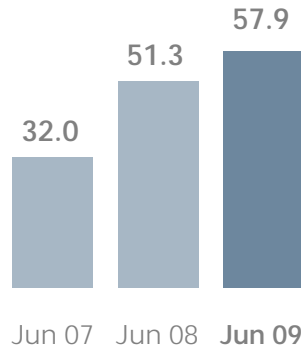


**Work-in-hand has replaced the Group's order book and reflects new methodology adopted in June 2009*

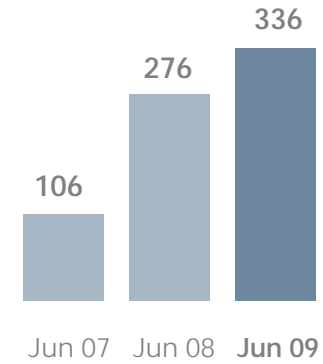


Three-year performance

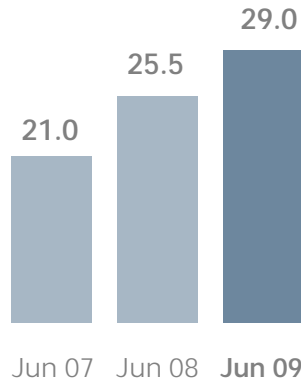
EPS cents



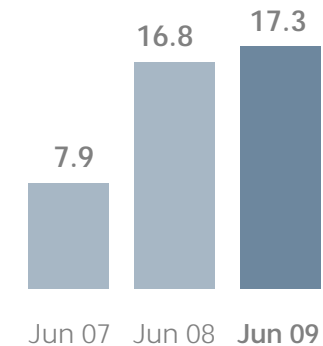
Cash flow \$m



DPS cents

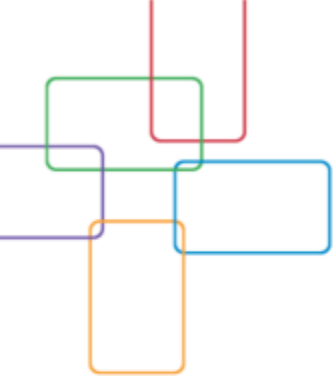


ROFE %



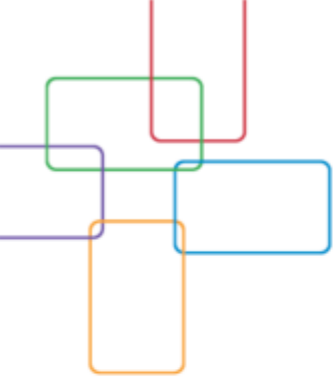
ROFE = EBIT/AFE (AFE = Average Net Debt + Average Equity last three half-year periods)

ROFE for June 2008 has been restated to reflect mark to market swap revaluation adjustments



Balance sheet and funding

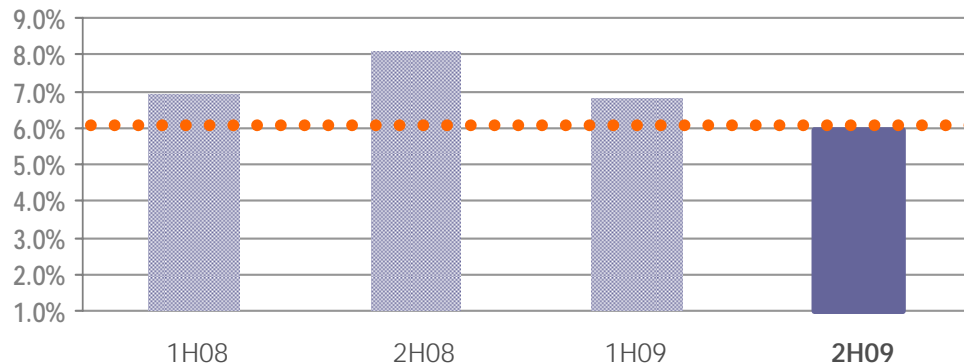
- Rating upgrade by Fitch to BBB (stable) in October 2009
- Reinvesting in our business
- Solid balance sheet with gearing of 38.9%
- Operating cash of \$336.5m for the full year
- Successfully rolling over debt maturities and delivering on our diversified funding approach, raising \$522m during FY09 with a further \$120m in July through Works (NZ) Bonds
- Remain comfortably ahead of our debt refinancing program

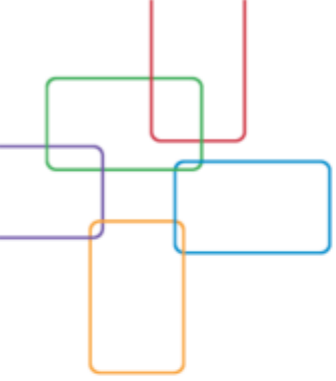


Delivering on our synergies program

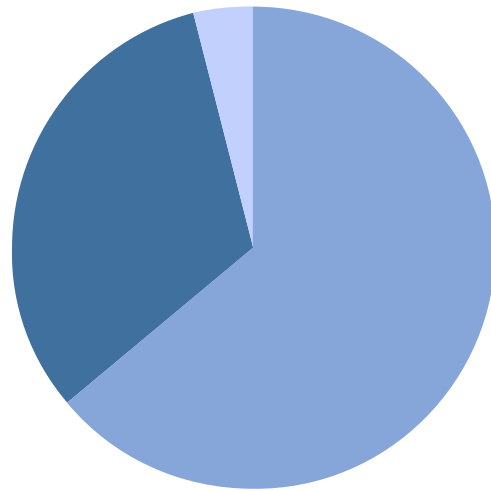
- \$47 million in synergies identified
- Early benefits being reinvested to support future savings and business growth
- Benefits to be delivered over next 18 months

Group overheads as a percentage of revenue

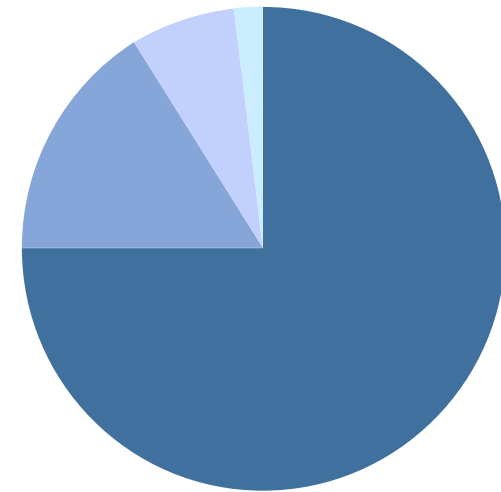




Attractive markets with Asia Pacific focus



■ Infrastructure	66%
■ Mining & metals	30%
■ Energy	4%



■ Australia	75%
■ New Zealand	17%
■ Asia	6%
■ Other	2%



Engineering Overview

Strong result driven by a disciplined approach to risk management and synergies

- Significant wins during the year with quality clients including Xstrata, Chorus NZ, PowerLink, Wesfarmers, Woodside and BHP Billiton
- Strategic bolt-on acquisition of Corke Instrument Engineering
- Strong tender pipeline with opportunities across LNG, power, ports, rail, renewable energy, resources and telecommunications sectors
- Business harnessing its reputation for delivering timely, cost-effective solutions to clients with a focus on safety and execution
- Recently acquired Western Construction Co. strengthening our mechanical capability in the oil and gas sector

Consulting Overview



Consulting performing strongly and delivering greater value to the Group

- Aligned Consulting operations and branding
- Working across the Group to identify and drive cross-collaboration opportunities
- Opportunities across power, ports, rail, renewable energy, resources and social infrastructure sectors
- Business harnessing its reputation for delivering whole-of-life asset solutions to clients with a focus on innovation and cost effectiveness
- Group looking to further leverage CPG's Asian presence



Mining continues to make solid progress

- Over \$500 million of mining wins across Australia and New Zealand with quality clients including BHP Mitsubishi Alliance, Wesfarmers and Peabody
- Safety performance improving – 40% reduction in LTIFR
- Our mining services businesses now represent over 20% of Mining's turnover and complements our core capability
- Tender pipeline of over \$5b (as at June 2009) with major opportunities on the east coast of Australia and in WA
- Alliance with Solid Energy for its Stockton mine, adding to work-in-hand in FY10 – now \$2.7b
- Ongoing success and extension of our Bio-diesel Program



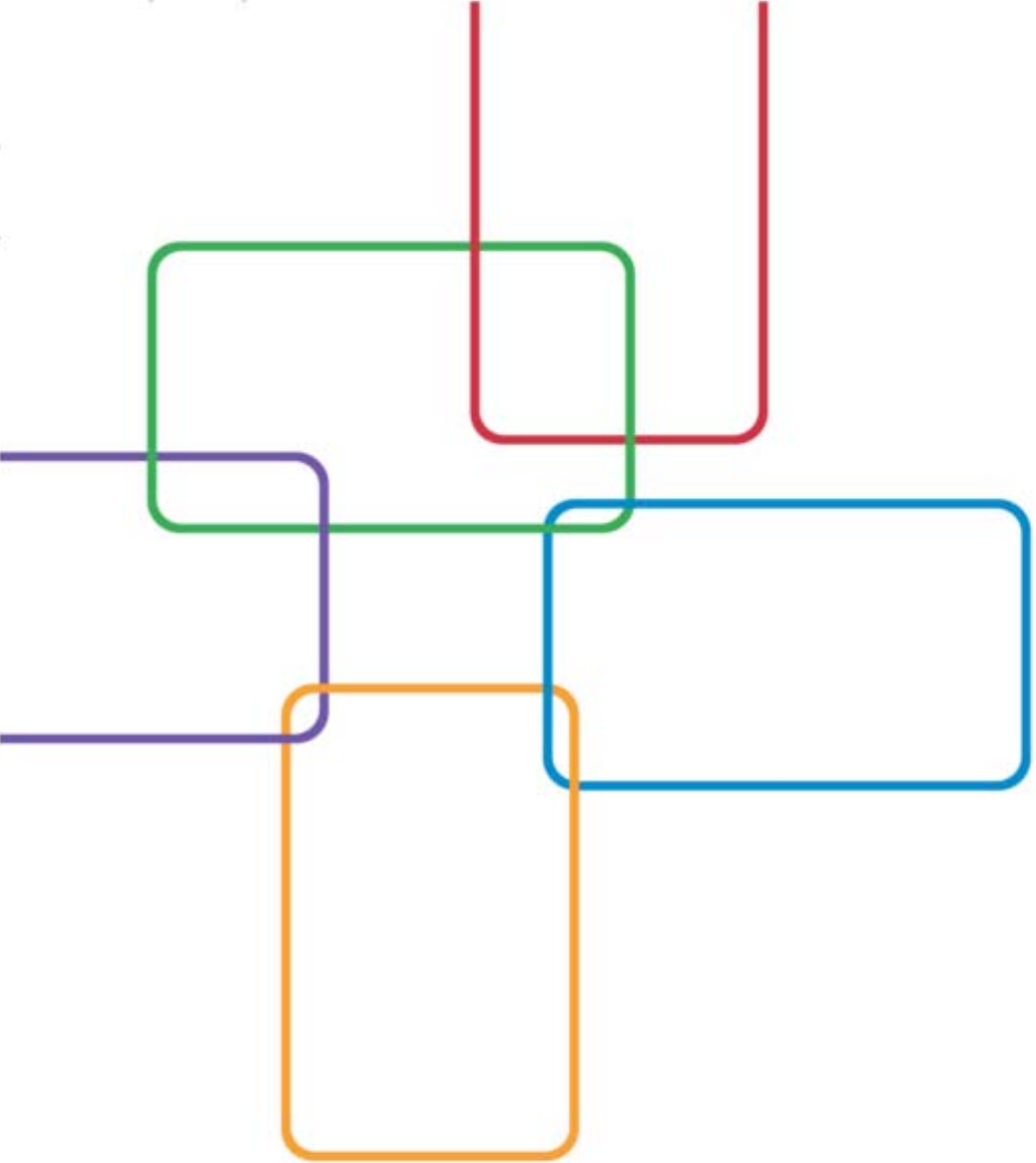
The core Rail business performed well with revenue growth of over 30% and an EBIT Margin of over 8%

- Wins during the year with BHP Billiton, Queensland Rail and Pacific National representing repeat business showing the quality and reliability of our product and maintenance offerings
- Joint Venture with Keolis successful for franchisee to maintain and operate Melbourne Trams for a minimum of eight years
- Expansion of our Rail Solutions business, including the establishment of international technology partners
- Continued passenger market demand from increased patronage and government investment in rail



The Works businesses in Australia and New Zealand performed strongly

- Over 70% of Works' revenue is derived from government at the Federal, State and Council levels
- Reinforced our position as a significant maintainer of roads in Australasia
- Continue to pursue bolt-on acquisitions to expand our capabilities and reach
- Works UK completed its restructure in 2H09 and returned to break-even

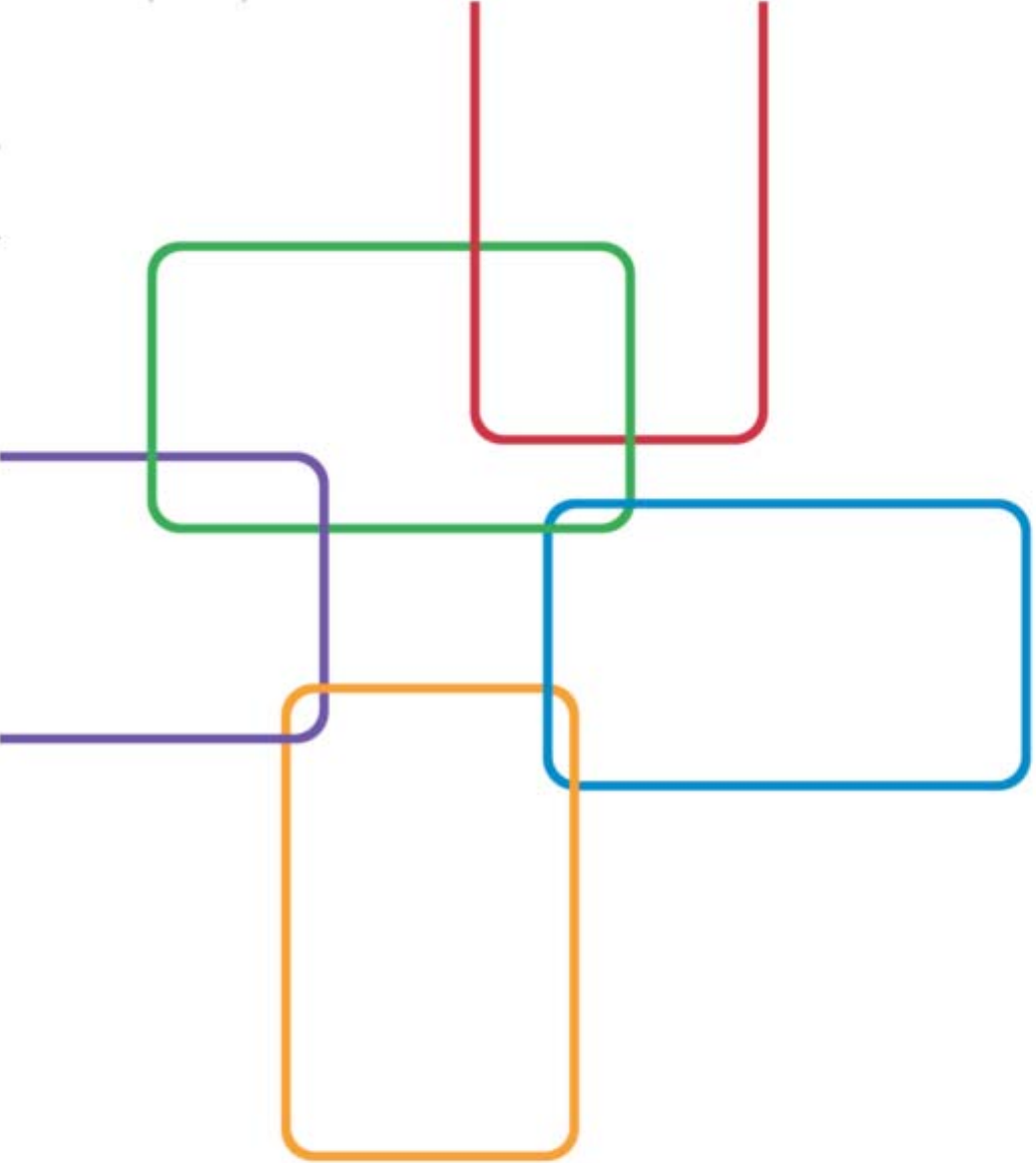


Summary



Ongoing demand for our services

- A solid performance in FY09 demonstrating the strength of the Group
- No material change to guidance
- Synergies program on track
- Strategic plan continues to highlight opportunities
- Strong presence in growth markets including oil and gas, renewable energy and water
- The solid pipeline of opportunities supports strong demand for our services
- We continue to monitor our end markets closely



*Please join us in the
foyer for refreshments*

Creating greater value